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May 3, 2019

VIA ECFS

Marlene H. Dortch
Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, DC 20554

REDACTED – FOR PUBLIC INSPECTION

Re: Applications of T-Mobile US, Inc. and Sprint Corporation for Consent to Transfer Control of Licenses and Authorizations; WT Docket No. 18-197

Dear Ms. Dortch:

Pursuant to Section 1.1206(b) of the Commission's Rules, 47 C.F.R. § 1.1206(b), notice is hereby provided of an oral *ex parte* presentation in the above-referenced docket. On May 1, 2019, Peter Ewens, Executive Vice President, Corporate Strategy of T-Mobile US, Inc. ("T-Mobile"), Mark McDiarmid, Senior Vice President, Radio Network Engineering and Development of T-Mobile, Ankur Kapoor, Vice President, Network Technology of T-Mobile, Dr. Harold Furchtgott-Roth of Furchtgott-Roth Economic Enterprises and other representatives of T-Mobile and Sprint Corporation ("Sprint" and, collectively, "Applicants")[1] met with members of the FCC Transaction Team (a list of FCC participants is provided in Attachment A) to discuss the plans for New T-Mobile's deployment and offering of an in-home broadband service. For their presentation, the representatives utilized the attached deck, which was distributed at the meeting.

The representatives reviewed how in-home broadband is one of the least competitive and most critical gateways for the digital era, with 61.1 percent of rural households having no access to or

[1] Those representatives included Kathleen Ham and Steve Sharkey of T-Mobile; Vonya McCann of Sprint; Michael Senkowski and the undersigned of DLA Piper LLP; Dan Culley of Cleary Gottlieb Steen & Hamilton LLP; Josh Soven of Wilson Sonsini Goodrich & Rosati; Reinhard Wieck of Deutsche Telekom, Inc.; Richard Metzger and Regina Keeney of Lawler, Metzger, Keeney & Logan LLC; Kerry Jones of Morrison & Foerster LLP; Matt Hendrickson of Skadden, Arps, Slate, Meagher & Flom LLP; and Bryan Keating of Compass Lexecon.

no choice in provider for broadband service and 76 percent having no access to or choice in provider for high-speed broadband service. New T-Mobile's in-home broadband service, in contrast, by 2024 would offer an attractively priced high-speed broadband option to millions of households with no access to or choice of broadband service today—addressing a critical need. The representatives described that the New T-Mobile network will enable the merged company to offer in-home service in geographic areas where the network has capacity beyond that required to support mobile wireless customers. The download speeds of the service will be in excess of 100 Mbps to 90 percent of served households. The lack of incremental network deployment costs and the very low incremental distribution and servicing costs mean that New T-Mobile can price the service very aggressively.

The representatives also reviewed their methodology in determining where the service can be offered, the number of customers it can support, and the projected subscribership. The representatives additionally discussed the projected profitability of the service, notwithstanding the plan to price aggressively. Finally, Dr. Furchtgott-Roth reviewed the significant savings that consumers will enjoy from New T-Mobile's entry into in-home broadband, projected to be $7.197-$13.65 billion annually by 2024, as more fully described in his declaration to the Applicants' Joint Opposition.[2]

This filing contains information that is "Highly Confidential" pursuant to the Protective Order filed in WT Docket No. 18-197.[3] Accordingly, pursuant to the procedures set forth in the Protective Order, a copy of the filing is being provided to the Secretary's Office. In addition, two copies of the Highly Confidential Filing are being delivered to Kathy Harris, Wireless Telecommunications Bureau. A copy of the Redacted Highly Confidential Filing is being filed electronically through the Commission's Electronic Comment Filing System.

[2] Declaration of Dr. Harold Furchtgott-Roth, Appendix J to Joint Opposition, WT Docket No. 18-197 (Sept. 17, 2018).

[3] Applications of T-Mobile US, Inc., and Sprint Corporation for Consent to Assign Licenses, Protective Order, WT Docket No. 18-197 (June 15, 2018).

Please direct any questions regarding the foregoing to the undersigned.

Respectfully submitted,

DLA Piper LLP (US)

/s/ Nancy Victory

Nancy Victory
Partner

cc: David Lawrence
Kathy Harris
Linda Ray
Catherine Matraves
Jim Bird
David Krech
FCC Participants Listed in Appendix A

ATTACHMENT A

FCC PARTICIPANTS

David Lawrence
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Matthew Collins
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Darrel Pae
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Patrick DeGraba
Saurbh Chhabra
Weiren Wang
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David Sieradzki
Murtaza Nasafi
John Henly
Garnet Hanley
Jonathan Campbell
Jennifer Salhus

ATTACHMENT B

PRESENTATION DECK

New T-Mobile In-Home Broadband

May 1, 2019

T-Mobile

Agenda

New T-Mobile In-Home Broadband

- **Vision & Opportunities**
- Planning Methodology
- Results

The New T-Mobile Delivers Unprecedented In-Home Broadband Service

New Choice Where Most Needed

- Addressing areas underserved by cable
- Affordable pricing for true broadband speeds
- Alternative for underserved & rural areas

Transformative Technology

- Speeds of 100 Mbps or higher for 90% of served households
- Bringing 5G revolution into the home

Un-Carrier Fix to Next Broken Industry

- New T-Mobile will go head-to-head with cable
- Customer satisfaction with in-home broadband at all-time low (62%)
- Simple & agile self-led on-boarding & installation (differentiated from mmWave alternatives)

Combined entity brings massive capacity, fiber-like speeds, and lower costs

New Choice Where Most Needed: An Industry Primed for Disruption

No Choice

28.9%
of HHs lack choice for 25/3 In-Home Broadband

44.9%
of HHs lack choice for high-speed broadband

76%
of rural HHs lack choice for high-speed broadband

New T-Mobile In-Home Broadband

9.5M
Projected HH subs by 2024

ONE-THIRD
Of 9.5M HH subs have no access/no choice today

20-25%
Estimated rural HH subs by 2024

40% of HHs with no choice will be eligible for New T-Mobile In-Home Broadband

T-Mobile

New T-Mobile Network: In-Home Broadband Strategy

Optimally utilize available capacity

Enabled where New T-Mobile network has available capacity + no material degradation of mobile wireless service

No incremental network deployment cost

Allows New T-Mobile to offer substantially lower prices for consumers + extend Un-carrier strategy into in-home broadband

Very Low deployment costs

- 2.5 GHz spectrum + cell site assets enable near-immediate capacity gains for existing cell sites and reduces need for cell densification
- New T-Mobile build to massive mobile demand creates deep reservoirs of capacity

Low incremental distribution costs

- Leverage existing channels (phone, web, store + supply chain)
- Potential 7k physical distribution points, including 600+ new locations for rural & underserved

Low servicing costs

- No external CPE + truck rolls
- Customers shipped router + easy self-installation via mobile app
- Leverage existing Team of Experts (high quality care service)

Agenda

New T-Mobile In-Home Broadband

- Vision & Opportunities
- **Planning Methodology**
- Results

In-Home Broadband Methodology Overview

The model starts by determining the number of households that each sector can serve with In-Home Broadband, using only the available capacity

A	Eligible Households	For sectors with capacity for one or more In-Home Broadband households, the households eligible for appropriate coverage are defined	[redacted]
B	Supported Households	The minimum per sector between Eligible Households and the number of households that can be served with available capacity	[redacted]
C	Served Households	A conservative estimate from the Supported Households and how many will be actually served by the New T-Mobile	9.5M

The New T-Mobile In-Home Broadband Service is planned with a comprehensive analysis of Network Capacity, Network Coverage and Census Data

T-Mobile

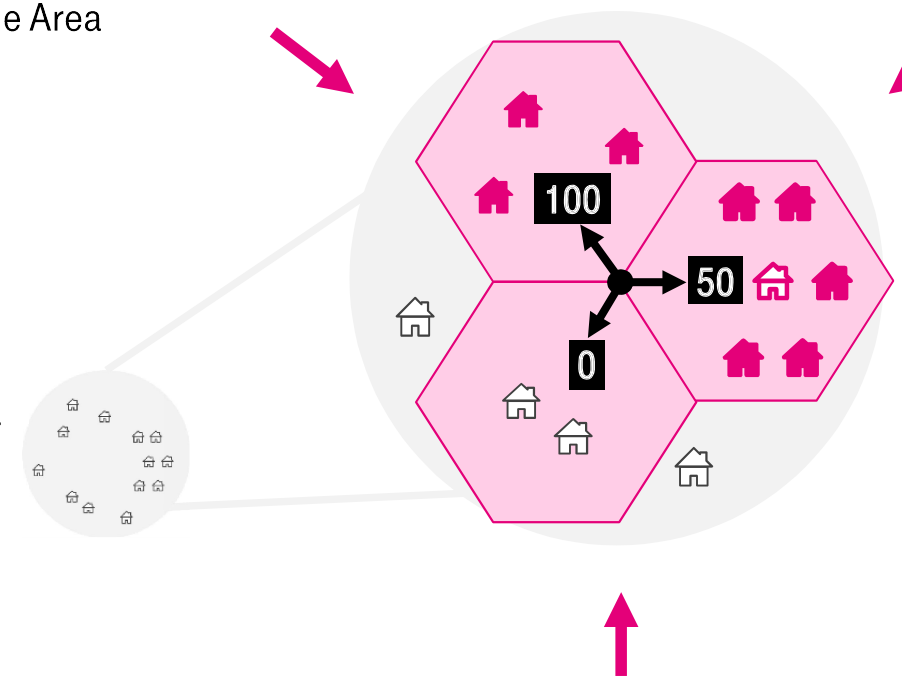
The In-Home Broadband Model Examines Every Sector to Cover All Constraint Cases

1 Coverage Limited

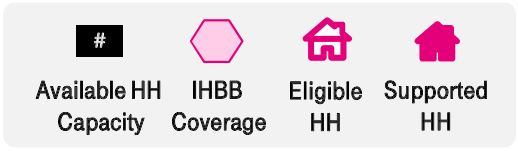
The sector has capacity for more HHs that are within the In-Home Broadband Coverage Area

2 Capacity Limited

The sector has capacity for fewer HHs than those within the In-Home Broadband Coverage Area



Census Data
All HH analyses are based on Census Data



3 No Capacity within Coverage Area

The sector does not have available capacity for one or more HHs, none of its HHs are eligible

T-Mobile

Agenda

New T-Mobile In-Home Broadband

- Vision & Opportunities
- Planning Methodology
- **Results**

New T-Mobile In-Home Broadband: The Business Case

How can In-Home Broadband Service be deployed and sustained at low cost and without incremental CAPEX?

New T-Mobile benefits to Mobile & Broadband Customers are inextricably linked

Transformative Capacity Delivered by New T-Mobile	▪ Combined spectrum assets deliver compelling 5G results ▪ The New T-Mobile Capacity sustains these results overtime with ordinary-course capacity planning
In-Home Broadband Uses only Available Capacity	▪ No additional CAPEX is needed for In-Home Broadband ▪ Wireless advantage & unique selection strategy empowers cost transformation with compelling speeds

Why is In-Home Broadband a profitable business that makes sense for New T-Mobile long term?

Margins Empower Aggressive Pricing & Growth

- Very limited ongoing OPEX delivers high gross margin
- Aggressively priced to take share
- Expected to generate [redacted] EBITDA by 2024

Bundling Expands Customer Connections

- Deepens T-Mobile branded customer relationship in era of increased bundling by competitors including Cable and AT&T
- Expected subscriber ramp based on conservative take rates of [redacted] in 2021 increasing to [redacted] of eligible households in 2024
- Churn rate of [redacted] to [redacted] over the same time period with increased customer stickiness & size of other company services

In-Home Broadband Is a Critical Unlock for New T-Mobile's Video Business

Standalone T-Mobile's ability to disrupt video industry will be limited

- 74% of U.S. households that subscribe to TV & internet do so via a bundle
- T-Vision's in-home product requires customers to retain their existing BB connection—often with >$10/month price increase—which is significant obstacle to customer acquisition
- Limited excess capacity confines In-Home BB for Standalone T-Mobile to an opportunistic product instead of a scale one, with [redacted] supported households
- Inability to offer true double/triple-play to majority of subscribers likely to constrain video penetration and increase churn[1]

New T-Mobile's "full replacement" offer will be a key driver of video growth

- Massive excess capacity enables true double / triple-play offer to large portion of U.S., with [redacted] supported households
- New T-Mobile's ability to provide BB/Video double play drives additional video penetration vs standalone T-Mobile[2]
  - 1.5M dual video/BB households in 2022
  - 3.8M dual video/BB households in 2024
- [redacted]

1. AT&T + DirecTV subscribers have ½ the churn of standalone Video subscribers, AT&T 4Q2017 earnings call
2. Build 9;30% in 2019 and 2020, 35% in 2021, 40% 2022+
3. T-Vision Q4 '18 Business Case; Build 9 conservatively assumes same churn

Operational planning is already underway

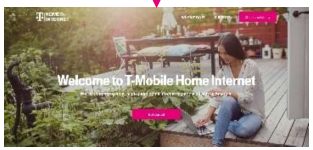
1 Discovery

Existing T-Mobile customer

Customer decides to shop HBB

OR

Customer proactively identified in available service area, receives email or text offer



Customer researches on t-mobile.com

Non T-Mobile customer

Customer decides to shop HBB

2 Purchase

Customer calls T-Mobile to qualify address and purchase – evolving rapidly to online qualification and purchase

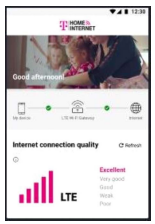
Confirm that service address is in available service area

If not currently in service area, added to waitlist

Customer confirms purchase

3 Self-Installation

Customer receives router and accessories with activated SIM



Customer uses mobile app to optimize router placement in house

Customer plugs in router and enjoys fast, affordable Home Broadband

T-Mobile

Consumers Will See Significant Savings

Consumers will not just experience excellent service and more choice, but significant savings

New T-Mobile will price its In-Home Broadband Service [redacted] less per month than the competition, resulting in large annual consumer benefits:

[redacted]	For the 9.5 million consumers switching to New T-Mobile's in-home wireless BB offering
$195M - $780M	For an estimated 6.5 – 13 million new in-home BB customers
[redacted]	For the [redacted] million New T-Mobile mobile BB customers who cut the in-home broadband cord altogether
$3.972B - $7.944B	For the 66.2M in-home fixed BB consumers not switching to new T-Mobile but benefitting from the competitive response of other in-home broadband providers
$7.197B - $13.65B	Total annual consumer savings from New T-Mobile entry into in-home BB

T-Mobile

APPENDIX

High Speed Backhaul Widely Available in Rural Areas

Rural Backhaul Type [%]
January 2019

Rural BW distribution [%]
January 2019

[redacted] of Rural Sites have High-Speed Backhaul (Multi-Gigabit)

- [redacted] Fiber
- [redacted] High speed Microwave
  NOTE: Half are pending contracted fiber build
- [redacted] Temp circuits and Satellite connections, awaiting contracted fiber build.

Current Rural Distributions Deliver Compelling LTE Bandwidth

- [redacted] of sites > 50Mbps
- Average BW of [redacted]

Contracts Ready to Scale up for 5G & LTE Evolution

- [redacted] of Rural America contracted for 500Mbps
- [redacted] Contracted up to 10Gbps